

EXHIBIT B

(Redline)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMYRIS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11131 (TMH)

(Jointly Administered)

Re Docket No. 142

**ORDER (I) APPROVING KEY EMPLOYEE INCENTIVE PLAN FOR
SENIOR LEADERSHIP EMPLOYEES AND (II) APPROVING KEY
EMPLOYEE RETENTION PLAN FOR NON-INSIDER EMPLOYEES**

Upon consideration of the motion (the “Motion”)² of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), for the entry of an order (this “Order”), pursuant to Bankruptcy Code sections 105(a), 363(b), and 503(b) and (c)(3) and Bankruptcy Rule 6004 (i) approving key employee incentive program (the “KEIP”) for twelve Senior Leadership Employees (as defined below) and (ii) approving a key employee retention program (the “KERP”) for seventy-eight Non-Insider Employees, all as more fully set forth in the Motion; and upon consideration of the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and this Court having found that venue of this proceeding and the Motion in this district is proper

¹ A complete list of each of the Debtors in these Chapter 11 Cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.stretto.com/Amyris>. The location of Debtor Amyris Inc.’s principal place of business and the Debtors’ service address in these Chapter 11 Cases is 5885 Hollis Street, Suite 100, Emeryville, CA 94608.

² A capitalized term used but not defined herein have the meaning ascribed to it in the Motion.

pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at an interim hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The terms of the Debtors' proposed KEIP and KERP, attached hereto as **Exhibit 1** and **Exhibit 2**, respectively, are approved.
2. The Debtors are authorized, but not directed, to make any and all payments to the Senior Leadership Employees under the KEIP and Non-Insider Employees under the KERP if the applicable condition(s) for any such respective payments are met, as described in the Motion.
3. The Debtors must provide notice to the Official Committee of Unsecured Creditors (the "Committee") for (i) any modifications to the KEIP and KERP and (ii) for any payments distributed pursuant to the KEIP and KERP.
4. ~~3.~~ This Order shall be binding upon any successors and assigns of the Debtors, including any trustee appointed in these Chapter 11 Cases or in any superseding proceeding under chapter 7 of the Bankruptcy Code.
5. ~~4.~~ This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the interpretation, implementation, or enforcement of this Order.

Exhibit 1 to Order

Key Employee Incentive Plan Term Sheet

FILED UNDER SEAL

**Exhibit 2 to Order
Key Employee Retention Plan Term Sheet**

FILED UNDER SEAL